



NUCLEARELECTRICA

**Resolution number 1/27.01.2021
of the Ordinary General Meeting of Shareholders of
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 65 Polona street, District 1, 010494 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 27.01.2021, 10:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Ordinary General Meeting of Shareholders (OGMS) of SNN, held at Hotel Capital Plaza, Mihail Kogalniceanu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Teodor Minodor Chirica, in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 4473 of 21.12.2020, in the, "Romania Libera" newspaper, number 8778 of 21.12.2020 and on the website of the Company;
- The provisions of the effectual Articles of Incorporation of the Company;
- Legal applicable provisions;

The President of the meeting records at the beginning of the meeting, that the OGMS is legal and statutory, 22 shareholders are present or represented, owning a total number of 254.161.670 shares, representing 84,25884% of the subscribed and paid up share capital, representing 84,25884% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 of the Articles of Incorporation and of article 112, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the OGMS is statutory and legally convened and that it can adopt viable resolutions regarding the items on the agenda.

Following the debates, the shareholders of the Company hereby decide:

1. The election of the Secretary of the OGMS.

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Mr. Romeo Susanu and the Company appoints Ms. Cristina Bacaintan and Ms Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 84,25884 % of the share capital and 84,25884 % of the voting rights, the current item is adopted with 254.161.670 votes, representing 100% of the total



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votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.670 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. Approval of the report of the Board of Directors of SN Nuclearelectrica SA for the first semester of 2020.

In the presence of the shareholders representing 84,25884 % of the share capital and 84,25884 % of the voting rights, the current item is adopted with 254.161.546 votes, representing 99,99995% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.546 votes “for”
- 0 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. Approval of the quarterly report of the Board of Directors for the period January 1- September 30, 2020

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 254.161.546 votes, representing 99,99995% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.546 votes “for”
- 0 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.



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4. The revoking of Mr. Iulian Robert Tudorache from the position of member of the Board of Directors, as a result of withdrawing from the mandate (secret vote).

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 254.161.670 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.670 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

5. The revoking of Mr. Cristian Gentea from the position of member of the Bord of Directors, as a result of cessation de jure of the mandate contract considering the intervention of a case of incompatibility by occupying an elected position within the public administration. (secret vote).

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 254.161.670 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.670 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

6. Approval of the initiation of the selection procedure of two members in the Board of Directors of Societatea Nationale Nuclearelectrica SA, according to the provisions of GEO no. 109/2011 on the corporate governance of public enterprises, with subsequent amendments and completions.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 254.161.670 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:



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- 254.161.670 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. Approval of the mandate of the Board of Directors of SNN for carrying out the selection procedure of two members of the Board of Directors of SN Nuclearelectrica SA.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 254.161.546 votes, representing 99,99995% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 254.161.546 votes “for”
- 0 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8. Information regarding the updating of the Regulation regarding the organization and performance of General Meetings of the Shareholders of SN Nuclearelectrica SA.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

9. Information on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of OUG [Government Emergency Ordinance] no. 109/2011, as subsequently amended and supplemented, during the period 01.04.2020-30.10.2020.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

10. Information on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of OUG no. 109/2011, as subsequently amended and supplemented, during the period 01.04.2020-30.10.2020.

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.016.438.940 lei.

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

11. Approval of date **17.02.2021** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 253.661.272 votes, representing 99,80312% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 253.661.272 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 500.398 "unexpressed" votes

A number of 0 votes was canceled.

12. Approval of date **16.02.2021** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 253.661.272 votes, representing 99,80312% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 253.661.272 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 500.398 "unexpressed" votes

A number of 0 votes was canceled.

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13. Empowering the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the presence of the shareholders representing 84,25884% of the share capital and 84,25884% of the voting rights, the current item is adopted with 253.661.272 votes, representing 99.80312% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 253.661.272 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 500.398”unexpressed” votes

A number of 0 votes was canceled.

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

ROMEO SUSANU

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